

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

MOTORS LIQUIDATION COMPANY, *et al.*, f/k/a General Motors Corp., *et al.*,

Debtors.

Chapter 11

Case No. 09-50026 (REG)

(Jointly Administered)

DECLARATION OF LISA H. RUBIN, ESQ.

I, Lisa H. Rubin, an attorney admitted to practice before this Court, hereby declare:

1. I am Of Counsel to the law firm of Gibson, Dunn & Crutcher, LLP, counsel to Wilmington Trust Company (“WTC”), as trustee for and administrator of the Motors Liquidation Company GUC Trust (the “GUC Trust”). I submit this declaration in support of the Response of the GUC Trust Administrator and Participating Unitholders to New GM’s Opening Brief on Threshold Issues Concerning Its Motions to Enforce the Sale Order and Injunction.

2. Attached hereto as Exhibit 1 is a true and correct copy of excerpts of the transcript of the July 2, 2009 Sale Hearing in the above-captioned bankruptcy proceedings.

3. Attached hereto as Exhibit 2 is a true and correct copy of excerpts of the transcript of the July 1, 2009 Sale Hearing in the above-captioned bankruptcy proceedings.

4. Attached hereto as Exhibit 3 is a true and correct copy of excerpts of the Amended and Restated Master Sale and Purchase Agreement By and Among General Motors Corporation, Saturn LLC, Saturn Distribution Corporation and Chevrolet-Saturn of Harlem, Inc., as Sellers and NGMCO, Inc., as Purchaser, dated June 26, 2009 (the “Sale Agreement”).

5. Attached hereto as Exhibit 4 is a true and correct copy of excerpts of the agreement by and among WTC, as trust administrator and trustee of the GUC Trust, and FTI

Consulting, as trust monitor of the GUC Trust, dated June 11, 2012 (the “GUC Trust Agreement”).

6. Attached hereto as Exhibit 5 is a true and correct copy of the April 1, 2014 Written Testimony of General Motors Chief Executive Officer Mary Barra Before the House Committee on Energy and Commerce Subcommittee on Oversight and Investigations, as published by New GM on its website on March 31, 2014 and available at <http://media.gm.com/media/en/gm/news.detail.html/content/Pages/news/us/en/2014/mar/0331-barra-written-testimony.html> (last visited December 15, 2016).

7. Attached hereto as Exhibit 6 is a true and correct copy of a document entitled “GM 2014 Year-to-Date North American Recalls Including Exports,” as published by New GM on its website and available at <http://media.gm.com/media/us/en/gm/news.detail.html/content/Pages/news/us/en/2014/Dec/1205-recalls.html> (last visited December 15, 2016) (the “Recalls Chart”).

8. Attached hereto as Exhibit 7 is a true and correct copy of the Consent Order between the National Highway Traffic Safety Administration and General Motors Company, dated May 16, 2014, without any attachments thereto (the “New GM Consent Order”).

9. Attached hereto as Exhibit 8 is a true and correct copy of excerpts of the Form 10-Q Quarterly Report for General Motors Company for the quarterly period ended September 30, 2014, which was filed with the U.S. Securities and Exchange Commission (the “SEC”) on October 23, 2014.

10. Attached hereto as Exhibit 9 is a true and correct copy of General Motors LLC Chief Executive Officer Mary Barra’s prepared July 17, 2014 testimony before the U.S. Senate Committee on Commerce, Science, and Transportation’s Subcommittee on Consumer Protection,

Product Safety and Insurance, as published on New GM's website on July 17, 2014 and available at <http://media.gm.com/media/us/en/gm/news.detail.html/content/Pages/news/us/en/2014/Jul/0717-barra-testimony.html> (last visited December 15, 2014).

11. Attached hereto as Exhibit 10 is a true and correct copy of excerpts of a document entitled "GM Ignition Compensation Claims Resolution Facility Final Protocol for Compensation of Certain Death and Physical Injury Claims Pertaining to the GM Ignition Switch Recall," dated June 30, 2014, and available at <http://www.gmignitioncompensation.com/docs/FINAL%20PROTOCOL%20JUNE%2030%20%202014.pdf> (last visited December 15, 2014).

12. Attached hereto as Exhibit 11 is a true and correct copy of New GM's press release entitled "GM Moves to Secure Recalled Ignition Switches," as published on New GM's website on March 28, 2014 and available at <http://media.gm.com/media/us/en/gm/news.detail.html/content/Pages/news/us/en/2014/mar/0328-ignition-service.html> (last visited December 15, 2014).

13. Attached hereto as Exhibit 12 is a true and correct copy of New GM's press release entitled "GM Announces Six Safety Recalls," as published on New GM's website on June 30, 2014 and available at <http://media.gm.com/media/us/en/gm/news.detail.html/content/Pages/news/us/en/2014/Jun/0630-recall.html> (last visited December 15, 2014).

14. Attached hereto as Exhibit 13 is a true and correct copy of New GM's press release entitled "GM Announces Recalls," as published on New GM's website on August 8, 2014 and available at <http://media.gm.com/media/us/en/gm/news.detail.html/content/Pages/news/us/en/2014/Aug/0808-recalls.html> (last visited December 15, 2014).

15. Attached hereto as Exhibit 14 is a true and correct copy of excerpts of the transcript of the May 2, 2014 hearing in the above-captioned bankruptcy proceedings.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Dated: New York, New York
December 16, 2014

/s/ Lisa H. Rubin
Lisa H. Rubin